

BYLAWS OF  
THE CHICO VELO CYCLING CLUB  
(a non-profit corporation)

ARTICLE I. NAME

In all communications and transactions the Corporation shall be referred to as “Chico Velo.”

ARTICLE II. OFFICES

Principal Office

Section 1. The principal office of the Corporation for its transaction of business is located in the City of Chico and County of Butte, California.

Change of Address

Section 2. The Board of Directors (BOD) is hereby granted full power and authority to change the principal office of the Corporation from one location to another within California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III. MEMBERS

Qualifications

Section 1. Any individual is eligible to become a member. Any individual who pays annual dues shall be a member.

Termination of Membership

Section 2. Termination of membership will result in the case of a member’s death, resignation or failure to pay annual dues or other financial obligations to the Corporation.

Removal of Members

Section 3. Any member may be removed for cause by vote of two-thirds (2/3) of the entire Board of Directors.

Property Rights

Section 4. No member shall have any right or interest in any property of the Corporation.

Dues

Section 5. The annual dues payable to the Corporation shall be in such amount(s) as may be determined from time to time by resolution of the Board of Directors. Membership shall begin on January 1 for a period of twelve months, at which time the annual dues shall be due and payable.

### Liability of Members

Section 6. No member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities, or obligations.

## ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Meetings of members shall be held at the principal office of the Corporation or at such location within the state of California as may be designated from time to time by resolution of the Board of Directors.

### Annual Meeting

Section 2. The members shall be invited to meet annually during the first three months of the calendar year, for the purpose of transacting such proper business as may come before the meeting.

## ARTICLE V. BOARD OF DIRECTORS

### Authority and Responsibility

Section 1. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the Corporation; shall actively pursue the Corporation's objectives through voluntary and constructive individual contributions; and shall supervise the disbursement of the Corporation's funds. In pursuing these objectives, the Board of Directors will decide policy, conduct governance, and keep the Corporation effective in support of its key missions to:

- 1.) Foster and promote bicycling for transportation, recreation, health and wellness
- 2.) Provide bicycling education to the public and advocate for bicycle safety and infrastructure
- 3.) Promote Northern California as a cycling destination to encourage tourism

The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

### Number and Qualifications of Directors

Section 2. The maximum number of Board of Directors shall be nine (9). The minimum number of Board of Directors shall be four (4). Board of Directors shall be members in good standing of the Corporation and shall agree to serve the Corporation in the manner described in these Bylaws. If not already members, new Board of Directors agree to become members of the Corporation and all Board of Directors shall continue to pay annual membership dues as long as they remain Board of Directors.

### Elections

Section 3. Board of Directors shall be elected for a term of 2 years. Board of Directors may be reelected at the end of their term. Elections will occur annually and terms shall be staggered. No more than a simple majority of Board of Directors shall be elected in any year. When vacancies exist, Board of Directors and members of the Corporation can nominate interested individuals for Board of Director positions during the nomination period between October 1<sup>st</sup>-31<sup>st</sup> by contacting the Corporation, a current Board of Director(s), or the Executive Director. Executive Director will provide notice of nomination period to Board of Directors and members at least one month in advance.

Newly elected Directors shall begin their terms at the Annual Meeting. Directors may be reelected at the expiration of their term. Director terms shall be staggered, so that no more than five Directors shall usually be elected in any year. In each election, up to two Directors may be elected by the members of the Corporation from the members of the Corporation interested in serving. If more than two qualified candidates are nominated by the members, the two candidates with the most votes shall be elected. This vote shall be conducted by mail or electronically, as directed by the Board. If two or fewer qualified candidates are nominated by the members, the nominees may be elected by proclamation of the Board. Additional Directors may be nominated and elected by the Board of Directors.

### Place and Manner of Meeting; Action Without Meeting

Section 4. Regular meetings of the Board of Directors may be held at such place and time as the Board of Directors may determine. An Annual Meeting of the Board of Directors and the Executive Director will take place each year in January for the purpose of electing Officers, setting goals, and discussing strategic initiatives of the Corporation. Special meetings of the Board of Directors may be held at any time upon call of the Executive Director, the President, or a majority of the Board of Directors. Members of the Board of Directors may act by means of conference telephone network, electronic mail, or similar communication methods, and without meetings by unanimous written consent to such action signed by all Board of Directors and filed with the minutes of the Board of Directors.

### Notice

Section 5. Written notice of the Annual Meeting and any regular or special meetings of the Board of Directors shall be given to each Board of Director at least four (4) days before any such meeting. The notice shall be delivered personally, by first class mail, or by electronic mail. No notice need be given to any Board of Director who executes and

files written waiver of notice of such meeting, either before or after the meeting.

#### Quorum

Section 6. A majority of the members of the Board of Directors shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board of Directors except for actions for which a greater vote may be required by statute, the Articles of Incorporation, or these Bylaws.

#### Reimbursement of Board of Directors

Section 7. Board of Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

#### Voting

Section 8. At all the meetings of the Board of Directors, each Board of Director shall have one vote. The Executive Director shall also have one vote in the event of a tie vote on any matter requiring a majority vote, except for any matter having to do with appointment or with compensation of the Executive Director.

#### Vacancies

Section 9. The Board of Directors, by majority vote, is empowered to appoint temporary Board of Directors to fill any vacancies on the Board caused by death, resignation, or otherwise; such temporary Board of Directors shall serve the remainder of the vacancy term. If not replacing a current Board of Director the new Board of Director shall serve an assigned term based upon a staggered rotation.

#### Removal of Board of Directors

Section 10. Any Board of Director may be removed by a vote of two-thirds of the entire Board of Directors.

#### Resignation

Section 11. Any Board of Director may resign from the Board of Directors by giving written notice to the President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

### ARTICLE VI. COMMITTEES

#### Committee of Board of Directors

Section 1. The Board of Directors may, by resolution adopted by majority of the Board of Directors then in office, designate one or more committees, each consisting of two or more Board of Directors then in office. Committees shall have whatever authority designated by the Board of Directors, provided such authority is subordinate to that of the Board.

### Meetings

Section 2. Meeting and actions of committees shall be governed by and held in accordance with the provisions of Article V of these Bylaws concerning meetings of Board of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors shall adopt rules for the governance of any committee consistent with the provisions of these Bylaws.

## ARTICLE VII. OFFICERS

### Officers

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors deems advisable. Any two offices, except the offices of President and Treasurer and of President and Vice President, may be held by the same person.

### Election

Section 2. The Board of Directors shall, by majority vote of the entire Board of Directors, elect from the Board of Directors the officers of the Corporation. The officers shall be elected at the Annual Meeting in January.

### Term of Office

Section 3. All officers shall hold office for one year or until their successors have been duly elected or until removed.

### Removal of Officers

Section 4. Any officer may be removed either with or without cause by the vote of a majority of the entire Board of Directors. Any officer may resign by giving written notice to the President.

### Vacancies

Section 5. A vacancy in any office shall be filled by the Board of Directors.

### Duties of Officers

Section 6. The duties and powers of the officers of the Corporation shall be as follows or as shall hereafter be set by resolution of the Board of Directors.

### President

Section 7. The President shall preside at all meetings of the Board of Directors and shall exercise and perform such powers and duties as may be from time to time assigned by the

Board of Directors or prescribed by these Bylaws.

#### Vice President

Section 8. The Vice-President shall act as President, in the absence of the President, and shall discharge such other duties as pertain to the office as prescribed by the Board of Directors.

#### Secretary

Section 9. The Secretary shall supervise the keeping of a full and complete record all of the Board of Director meeting minutes and record all of the actions of the Board of Directors, shall supervise giving notices as may be necessary, and shall discharge such other duties as pertain to the office as prescribed by the Board of Directors. The Secretary may act as a key signing agent for the organization. Before signing any agreements, the secretary must obtain express written permission of two other Board of Directors.

#### Treasurer

Section 10. The Treasurer shall supervise the custody of all funds of the Corporation, shall supervise the deposit of such funds in the manner required, shall supervise the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required and shall discharge such other duties as pertain to the office as prescribed by the Board of Directors.

#### Other Officers

Section 11. Other officers may be designated and given such powers as are assigned to them by the Board of Directors.

#### Compensation of Officers

Section 12. Officers shall serve voluntarily and without compensation.

### ARTICLE VIII. EXECUTIVE DIRECTOR

Section 1: The Board of Directors shall, by majority vote of the entire Board of Directors, appoint on a contractual basis an Executive Director of the Corporation. The Executive Director shall be the chief executive officer of the Corporation and shall, subject to control of the Board, generally supervise, direct and control the business of the Corporation. The Executive Director shall have general powers and duties of management and shall have such other powers and duties as may be prescribed by the Board or by the Bylaws.

Section 2: As the Executive Director reports to the Board of Directors, the Executive Director shall not also be a member of the Board of Directors.

### Compensation of Executive Director

Section 3: The Executive Director shall receive such salary as may be fixed by the Board of Directors.

### Vacancy of Executive Director Position

Section 4: Should the Board of Directors elect to leave vacant the position of Executive Director, the Board may, by majority vote of the entire Board, appoint from the Board of Directors an interim Executive Director for a maximum term of one year. The interim Executive Director shall have the same authority, duties and compensation as an Executive Director. During the term as an interim Executive Director, the appointee shall temporarily relinquish membership on the Board of Directors.

### ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

### ARTICLE X. INDEMNIFICATION

The Corporation may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, expenses pursuant to Section 5233 of the Non-Profit Public Benefit Corporation Law of the State of California or any successor statute in the manner and to the fullest extent provided therein. The Corporation may purchase and maintain insurance for this purpose. The indemnification provided for in this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested Board of Directors, or otherwise.

### ARTICLE XI. DISSOLUTION

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more domestic or foreign corporations, societies, or organizations which have qualified for nonprofit and tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and which are engaged in activities substantially similar to those of the Corporation pursuant to the procedure provided for in Chapters 15-17 of the Non-Profit Public Benefit Corporation Law of the State of California.

### ARTICLE XII. AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be altered, amended, added to, or repealed by majority vote of the entire Board of Directors as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law.

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